

EXHIBIT B

October 4, 2001

Mr. Paul J. Norris
Chairman, President and Chief Executive Officer
W.R. Grace & Co.
7500 Grace Drive
Columbia, Maryland 21044

Advisory fee for the period August 1, 2001 through August 31, 2001: \$ 175,000.00

Out-of-pocket expenses for the period through August 31, 2001:¹

Word Processing	\$ 10,329.67	
Airfare & Travel/Local	4,347.71	
Meals & Lodging	1,401.52	
Communications	<u>45.94</u>	<u>16,124.84</u>

Total Due \$ 191,124.84

Please wire transfer funds to:

Chase Manhattan Bank
One New York Plaza
New York, NY 10017
ABA# 021 000 021
Credit Account: The Blackstone Group L.P.
Account # 066-287472

Invoice Number: 2492-T

¹ Expenses incurred, but not yet processed due to timing differences will be billed at a later date.

W.R. GRACE
Expense Detail
Processed Through
August 31, 2001
2492-T

Word Processing

Alexander	5/15-7/30/01	1,563.34	
Blechman	5/15-7/30/01	85.17	
Blechman	5/15-7/30/01	8,263.50	
Shinder	5/15-7/30/01	306.83	
Zilly	5/15-7/30/01	110.83	
Subtotal - Word Processing			\$ 10,329.67

Airfare

Blechmann	06/25/01	251.75	
Blechmann	07/10/01	405.50	
Blechmann	07/11/01	202.75	
Zilly	06/11/01	474.75	
Zilly	06/25/01	503.50	
Subtotal - Airfare			1,838.25

Car Services**Company Car**

Document Production	05/06/01	49.86	
Document Production	06/21/01	34.10	
Document Production	06/21/01	68.78	
Document Production	06/22/01	38.18	
Document Production	06/22/01	49.86	
Document Production	06/23/01	23.46	
Document Production	06/23/01	24.48	
Document Production	06/24/01	20.40	
Document Production	06/25/01	20.40	
Document Production	06/26/01	68.78	
Document Production	06/28/01	68.78	
Document Production	07/08/01	68.78	
Document Production	07/19/01	23.46	
Document Production	07/22/01	68.78	
Subtotal - Company Car			628.10

Elite

Alexander	06/28/01	22.43
Alexander	07/05/01	24.47
Blechman	06/27/01	35.17

W.R. GRACE
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August 31, 2001
2492-T

Blechman	06/29/01	55.56	
Blechman	07/02/01	21.41	
Blechman	07/03/01	21.41	
Blechman	07/04/01	21.41	
Blechman	07/05/01	26.50	
Blechman	07/08/01	26.50	
Blechman	07/09/01	36.70	
Blechman	07/11/01	40.27	
Blechman	07/13/01	38.23	
Office Services	05/25/01	66.26	
Office Services	07/05/01	54.03	
Office Services	07/08/01	63.72	
Otero	07/14/01	21.41	
Shinder	07/11/01	40.27	
Zilly	06/25/01	45.37	
	Subtotal - Elite		661.12

Skyline

Blechman	06/20/01	17.00	
Blechman	05/15/01	17.00	
Blechman	05/16/01	21.00	
De Almeida	07/16/01	44.00	
	Subtotal - Skyline		99.00

Subtotal - Car Services **1,388.22**

Travel/Local

Alexander	06/28/01	40.00
Alexander	06/29/01	35.00
Alexander	07/13/01	35.00
Alexander	07/13/01	35.00
Blechman	03/27/01	27.00
Blechman	05/14/01	27.54
Blechman	06/14/01	24.00
Blechman	06/14/01	32.00
Blechman	06/14/01	40.00
Blechman	06/20/01	6.00
Blechman	06/24/01	5.00

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2492-T

Blechman	06/25/01	8.00	
Blechman	06/25/01	30.00	
Blechman	06/25/01	33.00	
Blechman	06/27/01	6.00	
Blechman	06/29/01	29.00	
Blechman	07/04/01	5.00	
Blechman	07/11/01	37.00	
Blechman	07/12/01	5.00	
Blechman	07/12/01	34.00	
Blechman	07/16/01	6.00	
Zilly	06/13/01	35.00	
Zilly	06/25/01	41.00	
Zilly	06/27/01	26.00	
Zilly	07/25/01	35.00	
Zilly	07/26/01	13.00	
Zilly	07/26/01	18.00	
Zilly	07/26/01	18.00	
Subtotal - Travel/Local			685.54

Other Auto

Blechman	06/29/01	34.70	
Blechman	07/11/01	191.00	
Blechman	07/11/01	210.00	
Subtotal - Other Auto			435.70

Meals

Alexander	05/09/01	20.00	
Alexander	05/18/01	20.00	
Alexander	05/22/01	20.00	
Alexander	06/02/01	20.00	
Alexander	06/04/01	16.87	
Alexander	06/10/01	12.70	
Alexander	06/20/01	20.00	
Alexander	07/02/01	20.00	
Alexander	07/16/01	7.33	
Blechman	02/25/01	15.20	
Blechman	05/15/01	20.00	
Blechman	06/25/01	2.80	

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2492-T

Blechman	06/27/01	20.00	
Blechman	07/03/01	20.00	
Blechman	07/04/01	9.93	
Blechman	07/11/01	20.00	
Blechman	07/16/01	20.00	
Document Production	06/21/01	20.00	
Document Production	06/22/01	14.63	
Document Production	07/17/01	10.00	
Office Services	06/26/01	11.05	
Otero	07/09/01	7.57	
Shinder	05/15/01	20.00	
Shinder	05/22/01	20.00	
Shinder	05/29/01	20.00	
Shinder	06/10/01	12.70	
Shinder	06/13/01	20.00	
Zilly	06/01/01	10.10	
Zilly	06/14/01	20.00	
	Subtotal - Meals		470.88

Lodging

Blechmann	06/29/01	10.67	
Blechmann	06/29/01	275.81	
Zilly	06/15/01	245.99	
Zilly	06/28/01	398.17	
	Subtotal - Lodging		930.64

Communications**Federal Express**

Alexander	07/23/01	31.23	
Shinder	07/27/01	14.71	
	Subtotal - Communications		45.94

	Total Expenses	\$ 16,124.84
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